

06-14-2001



CE

SHEET

Patent and Trademark Office

To the Honorable Commissioner of Patents

101749644

original documents or copy thereof.

and address of receiving party:

1. Submission Type

- New
- Resubmission (Non-Recordation)
- Correction of PTO Error
- Corrective Document

Name: RCPI LANDMARK PROPERTIES, L.L.C.
c/o Tishman Speyer Properties L.P.
 Address: 45 Rockefeller Plaza
 City: New York State: NY Zip: 10111

- Individual
- Association
- General Partnership
- Corporation
- Limited Partnership
- Other - Limited Liability Company

3. Name of Conveying Party:

Name: RCPI HOLDCO, L.L.C. **5-29-01**
 Formerly: _____

MONTH DAY YEAR

Execution Date 4/27/01

- Individual(s)
 - General Partnership
 - Corporation
 - Association
 - Limited Partnership
 - Other - Limited Liability Company
- Citizenship/State of Incorporation/Organization:
Delaware

29
 Citizenship/State of Incorporation:
Delaware

Additional name(s) of conveying parties attached? Yes No

4. Conveyance Type:

- Assignment
 - Security Agreement
 - Other
 - Merger
 - Change of Name
 - License
 - Nunc Pro Tunc Assignment
- Effective Date: _____ (if nunc pro tunc assignment)

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No

(Designations must be a separate document from Assignment)

5. Application number(s) or registration number(s):

See Item No. 13

A. Trademark Application No.(s)

B. Trademark registration No.(s)

See Item No. 13

Additional numbers attached? Yes No

6. Name and address of party to whom correspondence concerning document should be mailed (and Domestic Representative Address, if applicable):

Name: Alison G. Naidech
MILBANK, TWEED, HADLEY & McCLOY LLP

06/13/2001 BT0N11 00000093 133250 75673265

01 FC:481 40.00 CH
 02 FC:482 75.00 CH

Address: One Chase Manhattan Plaza
 City: New York State: NY Zip: 10005
 Area Code and Telephone No: 212-530-5146

7. Total number of applications and registration involved:

4

8. Total fee (37 CFR 3.41): \$115

- Enclosed
- Authorized to be charged to deposit account

9. Deposit account number:

13-3250

Authorized to charge additional fees Yes No

FOR OFFICE USE ONLY

10. Statement and signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Alison G. Naidech
 Name of Person Signing

Signature

Date

Total number of pages: 2 in cover sheet

Mail Documents to Commissioner of Patents and Trademarks, Box Assignments, Washington DC 20231

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

U.S. Department of Commerce

Patents and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

11. Conveying Party [] Mark if additional names of conveying parties attached.

Enter Additional Conveying Party

Execution Date
Month Day Year

Name

Formerly

[] Individual [] General Partnership [] Limited Partnership [] Corporation [] Association

[] Other

[] Citizenship State of Incorporation/Organization

12. Receiving Party [] Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed

Address (line 1)

Address (line 2)

Address (line 3)

[] Individual [] General Partnership [] Limited Partnership [] if document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment).
[] Corporation [] Association
[] Other

[] Citizenship/State of Incorporation/Organization

13. Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached

Enter either the Trademark Application Number or the Registratoin Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

TRADEMARK ASSIGNMENT

TRADEMARK ASSIGNMENT (this "Trademark Assignment"), dated as of April 27, 2001, by and between **RCPI HOLDCO, L.L.C.**, a Delaware limited liability company (successor by statutory conversion to RCPI Trust, a Delaware business trust) with a principal place of business at c/o Tishman Speyer Properties, L.P., 45 Rockefeller Plaza, New York, NY 10111 and **RCPI LANDMARK PROPERTIES, L.L.C.**, a Delaware limited liability company ("Assignee") with a principal place of business at c/o Tishman Speyer Properties, L.P., 45 Rockefeller Plaza, New York, NY 10111.


WITNESSETH:

WHEREAS, Assignor desires to transfer and assign to Assignee, and Assignee desires to acquire, all of Assignor's right, title and interest in and to the registered trademarks listed in Exhibit A, the use-based trademark application listed in Exhibit B and the common law marks listed in Exhibit C (the "Marks") together with all of the goodwill associated with and symbolized by the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells and assigns to Assignee, and Assignee hereby accepts the sale and assignment of, all of Assignor's right, title and interest to the Marks, including, without limitation, all of the goodwill associated with and symbolized by the Marks and all rights to sue for infringement thereof.

IN WITNESS WHEREOF, Assignor and Assignee have caused their duly authorized representatives to execute this Trademark Assignment as of the date and year first above written.

RCPI HOLDCO, L.L.C.,

By 
Name: Andrew J. Nathan
Title: Vice President

RCPI LANDMARK PROPERTIES, L.L.C.


By 
Name: Andrew J. Nathan
Title: Vice President

EXHIBIT A

| MARK | REGISTRATION NUMBER | SERIAL NUMBER | REGISTRATION DATE | CLASS | STATUS |
|--------------------------------|----------------------------|----------------------|--------------------------|--------------|-----------------------------|
| DESIGN (Woman Sowing Seeds) | 2,349,527 | 75/555,249 | May 16, 2000 | 35 | Registered |
| RAINBOW ROOM | 1,566,515 | 73/773,542 | November 14, 1989 | 42 | Registered Section 15 and 8 |
| THE SEA GRILL and Design | 1,565,201 | 73/778,397 | November 7, 1989 | 42 | Registered Section 15 and 8 |

EXHIBIT B

| MARK | REGISTRATION NUMBER | SERIAL NUMBER | REGISTRATION DATE | CLASS | STATUS |
|---------------------|----------------------------|----------------------|--------------------------|-----------------------------|---------------|
| THE TREE and Design | | 75/673,265 | | 4, 6, 9, 14, 16, 18, 25, 28 | Suspended |

EXHIBIT C

1. RAINBOWSTARS.COM
2. RAINBOWROOM.COM
3. RAINBOW & STARS
4. RAINBOW AND STARS
5. RAINBOW & STARS & Design
6. RAINBOW GRILL
7. RAINBOW! & Design
8. WHERE THE WORLD COMES TO DINE, DANCE AND ROMANCE
9. THE RAINBOW ROOM (Stylized Letters)
10. THE RAINBOW PROMENADE BAR